

JUL 28 '07 -12 09 PM

PERETORE & PERETORE

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SURFACE TRANSPORTATION BOARD

NEW YORK OFFICE

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REPLY TO NEW JERSEY

FRANK PERETORE*

JANIS MIGLIORISE PERETORE**

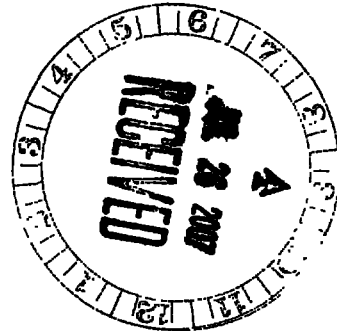
*NEW JERSEY NEW YORK & D.C. BARS

**NEW JERSEY & NEW YORK BARS

July 25, 2007

VIA FEDERAL EXPRESS OVERNIGHT

Regena Smith-Bernard
Surface Transportation Board
395 E Street, SW
Washington, D.C. 20024



Dear Ms. Bernard:

I have enclosed an original and two copies of the document(s) described below, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

The first document is a Memorandum of Chattel Mortgage, a primary document, dated June 27, 2007 and the second document is an Assignment of Contract Documents, a secondary document, dated June 27, 2007.

The names and addresses of the parties to the documents are as follows:

Assignor, Vendor, Lessor, Mortgagee, etc: First Financial Capital.

Assignee: All Points Capital Corp.

Vendee, Lessee, Mortgagor, etc: City Carting Holding Company, Inc.

A description of the equipment covered by the documents is as follows:

TWENTY-FOUR (24) NEW NATIONAL STEEL 6400 CU. FT. GONDOLA RAIL CARS.
SN'S:

WCTX501, WCTX502, WCTX503, WCTX504, WCTX505, WCTX506, WCTX507,
WCTX509, WCTX510, WCTX511, WCTX512, WCTX514, WCTX515, WCTX519,
WCTX520, WCTX523, WCTX526, WCTX527, WCTX528, WCTX530, WCTX531,
WCTX536, WCTX537 AND WCTX539

A short summary of the document to appear in the index follows: Chattel Mortgage between First Financial Capital, 3 Franklin Square, suite 3, Saratoga Springs, New York 12866 and City Carting Holding Company, Inc., 8 Viaduct Road, Stamford, Connecticut 06907 dated June 27, 2007, and covering Twenty-four (24) New National Steel 6400 CU. FT. Gondola Rail Cars. SN'S:

WCTX501, WCTX502, WCTX503, WCTX504, WCTX505, WCTX506, WCTX507, WCTX509, WCTX510, WCTX511, WCTX512, WCTX514, WCTX515, WCTX519, WCTX520, WCTX523, WCTX526, WCTX527, WCTX528, WCTX530, WCTX531, WCTX536, WCTX537 AND WCTX539

and Assignment between First Financial Capital, 3 Franklin Square, suite 3, Saratoga Springs, New York 12866 and All Points Capital Corp., 275 Broad Hollow Road, Melville, New York 11747 dated June 27, 2007 covering Twenty-four (24) New National Steel 6400 CU. FT. Gondola Rail Cars. SN'S:

WCTX501, WCTX502, WCTX503, WCTX504, WCTX505, WCTX506, WCTX507, WCTX509, WCTX510, WCTX511, WCTX512, WCTX514, WCTX515, WCTX519, WCTX520, WCTX523, WCTX526, WCTX527, WCTX528, WCTX530, WCTX531, WCTX536, WCTX537 AND WCTX539

A fee of \$70.00 is enclosed. Please return the originals and any extra copies not needed by the Board for recordation to Peretore & Peretore, PC, 191 Woodport Road, Sparta, New Jersey 07871.

Very truly yours,

Frank Peretore

FP:ad

Enclosure

Cc: Mr. Richard Pelcher

Mr. Kerry Mach

FIRST FINANCIAL CAPITAL

Nationwide Equipment Financing & Leasing

RECORDATION NO. 27106 FILED

JUL 26 '07

-12 09 PM

SURFACE TRANSPORTATION BOARD

3 Franklin Square, Suite 3
Saratoga Springs, NY 12866

Toll Free: 800.373.8882
Tel: 518.587.4200
Fax: 518.587.3200

MEMORANDUM OF CHATTEL MORTGAGE DATED AS OF JUNE 27, 2007 between First Financial Capital, a New York State Sole Proprietorship (hereinafter called the Lender) and City Carting Holding Company, Inc., a Connecticut corporation (hereinafter called the Borrower).

WHEREAS, the Lender and the Borrower are entering into that certain Chattel Mortgage dated as of June 27, 2007 (hereinafter called the Agreement), covering the railroad equipment listed in Schedule A hereto, bearing the serial numbers, reporting marks and road numbers (if any) of the Railroad shown in said Schedule A, and all additions and alterations thereof, replacements thereof and substitutions therefore.

IN WITNESS WHEREOF, the Lender and Borrower wish to show for the public record (a) the security interest in the said railroad equipment by and of the Lender, and (b) the debtor interest of the Borrower in said railroad equipment, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

I DO HEREBY CERTIFY THAT THIS
IS A TRUE AND CORRECT COPY

FIRST FINANCIAL CAPITAL

By: [Signature]

CITY CARTING HOLDING COMPANY, INC.

By: [Signature]

STATE OF NEW YORK
COUNTY OF Saratoga

On this 20th day of July, 2007 before me personally appeared Kerin J. Colbert to me personally known, who being by me duly sworn, says that ~~(s)~~he is the owner of First Financial Capital, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and ~~(s)~~he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

☐

[Signature]
Signature of Notary Public
My Commission expires _____

DANA L. PARRY
NOTARY PUBLIC, State of New York
Qualified in Saratoga County
Reg. No. 01PA6023447
My Commission Expires April 19 2011

STATE OF CONNECTICUT
COUNTY OF FAIRFIELD

On this 20th day of JULY, 2007 before me personally appeared ROBERT G. DYER to me personally known, who being by me duly sworn, says that (s)he is the PRESIDENT of City Carting Holding Company, Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

☐

Joseph F. Strout

Signature of Notary Public

My Commission expires _____

JOSEPH F. STROUT

Notary Public

My Commission Expires May 31, 20 10

POWER OF ATTORNEY

This Power of Attorney is made on July 23, 2007

Between: The Principal(s)

All Points Capital Corp.

whose address is: 275 Broad Hollow Road, Melville, New York 11747

individually referred to as "I" or "my",

And: The Agent(s)

Frank Peretore, Esq.

whose address is: 191 Woodport Road, Sparta, New Jersey 07871

referred to as "You".

Grant of Authority. I appoint You to act as my Agent (called an attorney in fact) to do each and every act which I could personally do for the following uses and purposes:

Record an Assignment from First Financial Capital to All Points Capital Corp. of the Memorandum of Chattel Mortgage between First Financial Capital and City Carting Holding Company, Inc. dated June 27, 2007, evidencing a lien on the Railroad cars that are the subject of the Memorandum.

Powers. I give You all the power and authority which I may legally give to You. You may revoke this Power of Attorney or appoint a new Agent in your place. I approve and confirm all that You or your substitute may lawfully do on my behalf.

Signatures. By signing below, I acknowledge that I have received a copy of this Power of Attorney and that I understand its terms.

All Points Capital Corp.

By: 

Prepared by: _____

(N.J.S.A. Frank Peretore, Esq.

46:15-13)

STATE OF NEW YORK:

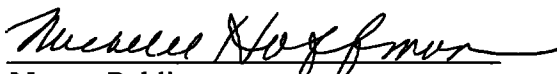
: ss

COUNTY OF SUFFOLK :

I CERTIFY that on July 23, 2007
Richard Pelcher, personally came before me and acknowledged under oath, to my satisfaction, that this person

(a) is named in and personally signed this document; and

(b) signed, sealed and delivered this document as his or her act and deed.


Notary Public

MICHELLE HOFFMAN
Notary Public, State of New York
No 4803599
Qualified in Nassau County
Commission Expires May 31, 20____